

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

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In re : Chapter 9
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CITY OF DETROIT, MICHIGAN, : Case No. 13-53846
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Debtor. : Hon. Steven W. Rhodes
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**STIPULATION REGARDING PROPOSED ORDER
MODIFYING CERTAIN DEADLINES ESTABLISHED
IN THE FOURTH AMENDED ORDER ESTABLISHING
PROCEDURES, DEADLINES AND HEARING DATES RELATING
TO THE DEBTOR'S PLAN OF ADJUSTMENT [Docket No. 4202]**

This Stipulation (this "Stipulation") is made by and between the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America ("UAW") and the City of Detroit, Michigan (the "City"). The UAW and the City are the "Parties." By and through each of their undersigned counsel, the Parties have reached agreement with respect to the following:

WHEREAS, the Court entered the Fourth Amended Order Establishing Procedures, Deadlines and Hearing Dates Relating to the Debtor's Plan of Adjustment (Docket No. 4202) (the "Fourth Amended Scheduling Order") on April 21, 2014. The Fourth Amended Scheduling Order establishes certain dates for filing objections to the Fourth Amended Plan for the Adjustment of Debts

of the City of Detroit (Docket No. 4392) (the "Plan"), sets hearing dates on confirmation of such plan, and establishes certain other deadlines related to pre-trial litigation in connection with confirmation of the Plan;

WHEREAS, the UAW is the collective bargaining representative of certain employees of the City who are drawn from the following City bargaining units: civilian police investigators employed in the Police Department, City Law Department attorneys and paralegals, Water and Sewerage Department wastewater treatment operators and associated skilled trades workers. In addition, the UAW is the collective bargaining representative of certain employees of the Detroit Library Commission (the "DLC"). UAW is a party to certain current collective bargaining agreements with the DLC. The foregoing UAW-represented employees, as well as retirees of both the City and of the DLC from these bargaining units, are participants in the City of Detroit General Retirement System ("GRS");

WHEREAS, in connection with the City's Chapter 9 case, the UAW has served as a member of the Official Committee of Retirees, has participated in the Court-order mediation process on behalf of both active and retired City employees, and is participating in the Coalition of unions that have been negotiating new labor agreements;

WHEREAS, the Plan contemplates certain funding to be provided by the State Contribution Agreement¹ and the DIA Settlement, subject to the fulfillment of the conditions that accompany such funding (the "Funding Commitments");

WHEREAS, the Parties agreed that, to permit the City and the UAW on the one hand, and the UAW and the DLC on the other hand, to continue certain discussions during the period in which those claimants in Classes 10, 11 and 12 would be voting on the Plan, certain deadlines in the Fourth Amended Scheduling Order should be modified as to the City and the UAW;

WHEREAS, on May 9, 2014, the Court entered its Order Approving the Stipulation Modifying Certain Deadlines Established in the Fourth Amended Order Establishing Procedures, Deadlines and Hearing Dates Relating to the Debtor's Plan of Adjustment [Docket No. 4202] (Docket No. 4590) (the "Initial Order"), which order approved certain modifications to the Fourth Amended Scheduling Order as set forth in a stipulation (the "Stipulation") by and between the City and the UAW dated May 9, 2014; and

WHEREAS, subsequent to the entry of the Initial Order, the City and the UAW have agreed to minor modifications of paragraph 3 of the Stipulation,

¹ Capitalized terms used herein and not defined have the meaning given to them in the Plan.

which modifications have been incorporated into the proposed order attached hereto as Exhibit 1 (the "Proposed Order").

STIPULATION

1. The City and the UAW hereby stipulate and agree, through their undersigned counsel, to the entry of the Proposed Order.

Dated: May 12, 2014

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EXHIBIT 1

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

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In re : Chapter 9
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CITY OF DETROIT, MICHIGAN, : Case No. 13-53846
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**ORDER MODIFYING CERTAIN DEADLINES ESTABLISHED
IN THE FOURTH AMENDED ORDER ESTABLISHING
PROCEDURES, DEADLINES AND HEARING DATES RELATING
TO THE DEBTOR'S PLAN OF ADJUSTMENT [Docket No. 4202]**

The Stipulation Regarding Proposed Order Modifying Certain Deadlines Established in the Fourth Amended Order Establishing Procedures, Deadlines and Hearing Dates Relating to the Debtor's Plan of Adjustment (the "Stipulation"),¹ having been entered into by the (i) City of Detroit and (ii) International Union, United Automobile, Aerospace and Agricultural Implement Workers of America; the Court having reviewed the Stipulation; and the Court being fully advised in the premises;

¹ Capitalized terms not otherwise defined herein have the meanings given to them in the Stipulation.

IT IS HEREBY ORDERED THAT:

1. Plan Objections. If the Funding Commitments are not made by June 20, 2014, the UAW shall file and serve its (a) initial objections to confirmation of the Plan and (b) list of fact witnesses and the subject that each witness will address by June 22, 2014.

2. If the Funding Commitments are made by June 20, 2014, the UAW shall submit (a) any conditional objection to the Plan and (b) its list of fact witnesses and the subject that each witness will address to counsel for the City on or before June 22, 2014 (each, a "Conditional Objection"), but shall not file such Conditional Objection on the docket of the Chapter 9 Case, except as provided in paragraph 3 of this Stipulation.

3. In the event that on or prior to July 16, 2014, it is determined by the Parties that any of Classes 10, 11 or 12 has voted to reject the Plan, or, UAW and DLC issues have not been mutually resolved by them, the UAW may file and serve its Conditional Objection to the Plan no later than July 17, 2014. Such Conditional Objection also may be supplemented to include objections arising from (x) the results of discovery, (y) the results of Plan voting and (z) events that occur on or after June 20, 2014.

4. The provisions of paragraphs 1-3 of this Stipulation shall apply to the Parties in lieu of the deadlines established by paragraphs 7(b)-(c) and 18 of the Fourth Amended Scheduling Order.

5. Expert Reports. If the Funding Commitments are made by June 20, 2014, the deadline for the Parties to serve copies of their experts' reports (which reports shall not be filed) shall be July 17, 2014. July 21, 2014 shall be the deadline for the Parties to (a) serve copies of their rebuttal expert reports (which reports shall not be filed) and (b) complete all expert depositions. If the Funding Commitments are made by June 20, 2014, the provisions of this paragraph 5 shall apply to the Parties in lieu of the deadlines established by paragraphs 11, 13 and 17 of the Fourth Amended Scheduling Order. If the Funding Commitments are not made by June 20, 2014, the deadlines established by paragraphs 11, 13 and 17 of the Fourth Amended Scheduling Order shall remain unmodified.

6. Discovery. The UAW may observe, but not participate in, any depositions of City witnesses; provided that the UAW, as appropriate, may actively defend against any challenges by an objecting party at such depositions regarding Pension Claims and OPEB Claims and the Plan's treatment of the Classes 10, 11 or 12.

7. If any UAW files an objection to the Plan pursuant to paragraph 1 of this Stipulation, then, from and after June 23, 2014, it may recall City

witnesses that have already been deposed for additional depositions, which recalled depositions shall be limited to two hours per witness.

8. From and after June 23, 2014 through July 17, 2014, the City shall be permitted to depose the witnesses of the UAW.

9. The provisions of paragraphs 6-8 of this Stipulation shall apply to the Parties in lieu of the deadlines established by paragraphs 5 and 12 of the Fourth Amended Scheduling Order.

10. Modification of Stipulation. The terms of this Stipulation may be amended, modified or supplemented only as agreed in writing by the Parties and by further order of this Court.

11. No Other Modifications. Except as modified herein with respect to the Parties, the provisions of the Fourth Amended Scheduling Order remain in full force and effect.